

INVESTORS' GRIEVANCE AND REDRESSAL POLICY (FORMERLY KNOWN AS STAKEHOLDER GRIEVANCE AND REDRESSAL POLICY)

A. Preamble

NDR Invit Managers Private Limited ("**Investment Manager**") has been appointed as the investment manager of NDR InvIT Trust ("**Trust**"), an infrastructure investment trust registered with the Securities and Exchange Board of India ("**SEBI**") in accordance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended ("**InvIT Regulations**").

As per the InvIT Regulations, the investment manager of the NDR InvIT Trust, i.e., the Investment Manager, is required to ensure adequate and timely redressal of all unitholders' grievances pertaining to activities of the Trust.

The main purpose of this policy (the "**Policy**") is to allow stakeholder (unitholder) engagement to be undertaken in a systematic manner that will allow the various stakeholder groups to express their individual views and opinions, and Investment Manager of the Trust to appropriately respond to them.

In the event of any conflict between the provisions of this Policy and other applicable law, the provisions of applicable law shall prevail.

B. Rights of Stakeholders

- (a) Stakeholders shall have the opportunity to obtain effective redressal for violation of their rights; and
- (b) Stakeholders shall have access to relevant, sufficient and reliable information on a timely and regular basis, subject to and in accordance with applicable law, to enable them to participate in corporate governance process.

C. Grievance Management

- (a) The Investment Manager in its capacity as the Investment Manager of the Trust has constituted a Stakeholders' Relationship Committee.
- (b) The terms of reference of the Stakeholders' Relationship Committee of the board of directors of the Investment Manager include, inter-alia, to consider and resolve grievances of the Unitholders, including complaints related to the transfer of Units, non-receipt of annual report and non-receipt of declared distributions and approving the report on investor grievances to be submitted to recognized stock exchange(s) and the trustee of NDR InvIT Trust ("**Trustee**") by the Investment Manager.
- (c) NDR InvIT Trust is currently registered on the SCORES platform of the SEBI and shall deal with investor complaints in the manner specified by the Securities and Exchange Board of India.
- (d) The Investment Manager seeks to redress complaints as expeditiously as possible.

D. Obligations of the Investment Manager

- (a) The Investment Manager shall ensure that the Trust is registered on the SCORES platform or such other electronic platform or system of the Securities and Exchange Board of India as shall be mandated from time to time, in order to handle investor complaints electronically in the manner specified by the Securities and Exchange Board of India;
- (b) The Investment Manager shall file with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed

of during the quarter and those remaining unresolved at the end of the quarter of the Trust. In case of a complaint from an investor, the statement as specified before shall also be reviewed, on quarterly basis, by the board of directors of the Investment Manager and the Trustee, prior to submission to the stock exchanges. They shall also ensure that all investor complaints are redressed by the Investment Manager, in timely manner. This is subject to any amendments to the InvIT Regulations.

- (c) The Investment Manager shall respect the rights of stakeholders that are established by law or through mutual agreements, to the extent applicable.
- (d) The Investment Manager shall devise an effective whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- (e) The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- (f) The Investment Manager shall maintain a functional website of the Trust wherein the contents of the said website should be updated up to last two days (or such other timeline as may be specified under applicable law) and the website which should contain all the relevant information about the Trust, inter-alia, including the following:
 - Details of its business;
 - Financial information including complete copies of annual reports;
 - Contact information of the designated officials of the Investment Manager who are responsible for assisting and handling investor grievances;
 - Email ID for grievance redressal and other relevant details;
 - Information, report, notices, call letters, circulars, proceedings etc. concerning units;
 - All information and reports including compliance reports filed by the Trust with respect to units;
 - All intimations and announcements made by the Trust to the stock exchanges; and
 - Any other information may be relevant for investors.
- (g) The Investment Manager shall maintain records pertaining to unitholders' grievance and actions taken thereon including copies of correspondences made with the unitholders/ and the Board, if any, for a period of not less than 7 years, or such other period as may be specified under applicable law.

E. Role of the Trustee

The Trustee shall periodically review the status of unitholders' complaints and their redressal undertaken by the Investment Manager of the Trust.

PART – B

OTHER STAKEHOLDERS' GRIEVANCE AND REDRESSAL POLICY

A. Preamble

The Other Stakeholders' Grievance and Redressal Policy (the “**Policy**”) is applicable to the Investment Manager, NDR InvIT Trust, its special purpose vehicles (“**SPVs**”) and its holding company(ies) (“**Holdco(s)**”), collectively referred to as “**NDR InvIT Trust Entities**”, and individually as a “**NDR InvIT Trust Entity**”.

The main purpose of this Policy is to allow stakeholders engagement to be undertaken in a systematic manner that will allow the various stakeholder groups to express their individual views and opinions, and NDR InvIT Trust Entity to appropriately respond to them.

This Policy has been developed, for the purpose of defining protocols, procedures, institutional and implementation arrangements at the corporate level for managing grievances, related communication and resolution. This framework helps in defining Grievance related aspects at the corporate and their reporting and documentation at the respective NDR InvIT Trust Entity.

In the event of any conflict between the provisions of this Policy and other applicable law, the provisions of applicable law shall prevail. The policy

B. Rights of Stakeholders

- (a) Stakeholders shall have the opportunity to obtain effective redressal for violation of their rights; and
- (b) Stakeholders shall have access to relevant, sufficient and reliable information on a timely and regular basis, subject to and in accordance with applicable law, to enable them to participate in corporate governance process.

C. Definitions

- (i) **Affected Party** - Stakeholders who are affected by the respective NDR InvIT Trust Entity or its operation, both positively and negatively. Within this it is possible to distinguish between those that are directly affected and indirectly affected by the respective NDR InvIT Trust Entity or its operation.
- (ii) **Stakeholder(s)** - Persons or groups that are directly or indirectly affected by a new or existing project/ business as well as those that may have interests in it and/ or the ability to influence its outcome, either positively or negatively. This can refer to:
- (iii) **Internal stakeholders** like Directors on the Board of the Investment Manager, employees and workers (including both direct staff and workers and workers engaged through contractors or third parties) of the Investment Manager/ SPVs/ Holdco(s); and
- (iv) **External stakeholders** like communities, affected parties, contractors, works contract workers, industry, governments and interested third parties (excluding the unitholders or investors of NDR InvIT Trust).
- (v) **Grievance** - A grievance is a complaint or concern raised by Affected Party, whether an individual or organization, who believes that they have been adversely affected by the respective NDR InvIT Trust Entity, during any stage of its development or operation. Any query, response, comment or request of the stakeholders shall not be considered as a grievance. A grievance may be resolved directly by simple actions or may require deeper understanding and resolution through solutions which may be complex, time consuming and involve large expenditures.
- (vi) **Operation(s)** - A location or activity that is under NDR InvIT Trust entities' operational control

or any of its associated contractors on Units/ Tech Parks/ Buildings, or other components having NDR InvIT Trust entities' ownership

D. Objective of the Policy

The policy aims at ensuring the rights of stakeholders, as outlined below:

- To allow stakeholders the opportunity to raise complaints or concerns and settle the same in reasonable timelines;
- To structure and manage the handling of grievances, and allow monitoring of effectiveness of the mechanism; and
- To ensure that grievances received from stakeholders are handled appropriately in a fair and transparent manner.
- To ensure that the stakeholders are fully informed of avenues to escalate their grievance within NDR InvIT Trust and their rights to escalate, if they are not satisfied with the response of NDR InvIT Trust.

E. External and Internal Grievances

Grievances may take the form of specific complaints for actual damages or injury, general concerns about project activities, incidents and impacts or perceived impacts.

F. Internal Grievances received from internal stakeholders:

The procedure for redressal of such internal grievances are set out in the Whistle Blower Policy (link of NDR InvIT Trust's website where such policy is uploaded [●]) and for the grievances on events or occasions pertaining to sexual harassment at workplace of NDR InvIT Trust Entities, are set out in the Prevention of Sexual Harassment Policy.

G. External Grievances:

The procedure for redressal of all such external grievances, other than the grievances received from unitholders or investors of NDR InvIT Trust, are detailed in this Policy.

H. Grievance management

This section provides an understanding of the process of grievance management to be followed for the management of grievances from external stakeholders.

Procedure of grievance redressal-

1. Grievance as received from the tenants: The respective [City Heads and the Property Managers] shall ensure that proper customer relationship is always maintained. There shall be regular communication on a monthly basis to understand their requirements including grievances, if any, which shall be flagged to the Head Operations wherever his intervention is required. And all the customer grievances receipt, resolution and maintenance of records shall be dealt with as per the applicable law;
2. Grievance as received from others: The steps in addressing the grievances as received under this head, are as follows:

- a) The other external stakeholders should, in the first instance, raise the grievance verbally or in writing with either the leasing or operations or compliance department of the Investment Manager.
 - b) If there is no resolution provided to such grievances to the satisfaction of both parties, the Secretary of the Environmental Social and Governance Committee of the Investment Manager (“ESG Committee”) shall forward such grievances to the ESG Committee on quarterly basis, along with suitable justification on delay or unsuccessful resolution.
 - c) The ESG Committee shall consider and conclude/ resolve the same in it’s the then ensuing meeting and the Secretary to the Committee shall communicate the same to such external stakeholder.
 - d) For any unresolved grievance or unsatisfactory resolution to the grievance, the Stakeholder may at its discretion, take necessary step as per the statute or the binding provisions of the Agreement signed, if any;
3. Resolution and Closure- This could involve provision of information to clarify the situation, undertaking measures to remedy actual problems or compensate for any damage that has been caused. Where a grievance is found to have no merit, a clear explanation will be provided to the complainant. A formal response detailing how the grievance has been resolved will be provided to each complainant once the grievance is resolved. Where resolution is delayed the complainant will be provided with regular updates on progress.
 4. Monitoring, Reporting and Evaluation of Grievance Mechanism- This monitoring shall include (but not be limited to) the following for the stakeholders:
 - a) Number of Grievances received (as per source of grievance);
 - b) Number of open grievances;
 - c) Number of closed grievances; and
 - d) Number of grievances pending for resolution.

Such monitoring records shall be maintained internally and sharing of such information with any stakeholders shall be at the Managers sole discretion.

I. Other Requirements

The Investment Manager shall respect the rights of stakeholders that are established by law or through mutual agreements, to the extent applicable.

1. NDR InvIT Trust maintains a functional website and houses all relevant contact information with clear distinction and separate tabs for leasing, investor relations, marketing & communication and general information, for ease of the respective stakeholders to contact NDR InvIT Trust and its Manager, SPVs and Holdco(s) with their concerns.
2. The ESG Committee shall monitor the mechanism under this Policy to ensure effective resolution and closer of all grievances related to the other external and internal stakeholders.
3. The board of directors of the Manager shall maintain high ethical standards.
4. The board of directors and senior management of the Investment Manager shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at

the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

Adopted by the board of directors of NDR Invit Managers Private Limited on behalf of the Trust on April 25, 2023.

Certified True Copy

Sd/-

Authorised Signatory

Name: Krishnan Iyer Subramanian

Designation: Chief Executive Officer